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**RULES 63 AND 67 (37 C.F.R. 1.63 and 1.67)
DECLARATION AND POWER OF ATTORNEY**

FOR UTILITY/DESIGN/CIP/PCT NATIONAL APPLICATIONS

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name; and

I believe that I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled: RAILROAD COLLISION AVOIDANCE SYSTEM AND METHOD FOR PREVENTING TRAIN ACCIDENTS the specification of which: (mark only one)

- X (a) is attached hereto.
— (b) was filed on _ as Application Serial No. _ and was amended on _ (if applicable)
— (c) was filed as PCT International Application No. PCT/_ on _ and was amended on _ (if applicable).
— (d) was filed on _ as Application Serial No. _ and was issued a Notice of Allowance on _
— (e) was filed on _ and bearing attorney docket number _

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims as amended by any amendment referred to above or as allowed as indicated above.

I acknowledge the duty to disclose all information known to me to be material to the patentability of this application as defined in 37 CFR § 1.56. If this is a continuation-in-part (CIP) application, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose to the Office all information known to me to be material to patentability of the application as defined in 37 CFR § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application.

I hereby claim foreign priority benefits under 35 U.S.C. § 119/365 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate filed by me or my assignee disclosing the subject matter claimed in this application and having a filing date (1) before that of the application on which my priority is claimed or, (2) if no priority is claimed, before the filing date of this application:

PRIOR FOREIGN PATENTS

<u>Number</u>	<u>Country</u>	<u>Month/Day/Year</u> <u>Filed</u>	<u>Date first laid-</u> <u>open or</u> <u>Published</u>	<u>Date</u> <u>patented or</u> <u>Granted</u>	<u>Priority Claimed</u> <u>Yes</u> <u>No</u>
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NONE

I hereby claim the benefit under 35 U.S.C. § 120/365 of any United States application(s) listed below and PCT international applications listed above or below:

PRIOR U.S. OR PCT APPLICATIONS

<u>Application No. (series code/serial no.)</u>	<u>Month/Day/Year Filed</u>	<u>Status(pending, abandoned, patented)</u>
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NONE

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I hereby appoint:

James S. Finn, Reg. No. 38,450
George P. Kobler, Reg. No. 46,837

Of Time Domain Corporation; and

William J. Tucker, Reg. No. 41,356

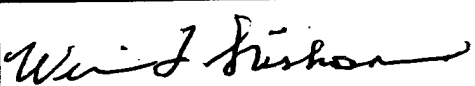
as my attorneys, with full power of substitution and revocation, to prosecute this application, provisionals thereof, continuations, continuations-in-parts, divisionals, appeals, reissues, substitutions, and extensions thereof and to transact all business in the United States Patent and Trademark Office connected therewith, to appoint any individuals under an associate power of attorney and to file and prosecute any international patent application filed thereon before any international authorities, and I hereby authorize them to act and rely on instructions from and communicate directly with the person/assignee/attorney/firm/organization who/which first sent this case to them and by whom/which I hereby declare that I have consented after full disclosure to be represented unless/until I instruct them in writing to the contrary.

Please address all correspondence and direct all telephone calls to:

William J. Tucker, Esq.
8650 Southwestern Blvd. #2825
Dallas, TX 75206-2688
214/368-4978
Customer No. 27512

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

NAMED INVENTOR(S)

1	William T. Grisham Full Name	 Inventor's Signature	9-7-01 Date
	313 Westburg Avenue Huntsville, AL 35801 United States Residence (city, state, country)		
	United States of America Citizenship		
313 Westburg Avenue Huntsville, AL 35801 United States Post Office Address (include zip code)			

(FOR ADDITIONAL INVENTORS, check here X and add additional sheet for inventor information regarding signature, name, date, citizenship, residence and address)

2	Mark D. Roberts Full Name	<i>Mark D. Roberts</i> Inventor's Signature	9/7/01 Date
	416 Zandale Drive Huntsville, AL 35801 United States Residence (city, state, country)		
	United States of America Citizenship		
416 Zandale Drive Huntsville, AL 35801 United States Post Office Address (include zip code)			

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UNITED STATES
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DECEMBER 03, 2001

PTAS

Chief Information Officer
Washington, DC 20231
www.uspto.gov

WILLIAM J. TUCKER, ESQ.
8650 SOUTHWESTERN BLVD. #2825
DALLAS, TX 75206-2688



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UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 09/21/2001

REEL/FRAME: 012202/0972

NUMBER OF PAGES: 4

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

GRISHAM, WILLIAM T.

DOC DATE: 09/07/2001

ASSIGNOR:

ROBERTS, MARK D.

DOC DATE: 09/07/2001

ASSIGNEE:

TIME DOMAIN CORPORATION
7057 OLD MADISON PIKE
HUNTSVILLE, ALABAMA 35806

SERIAL NUMBER: 09960820

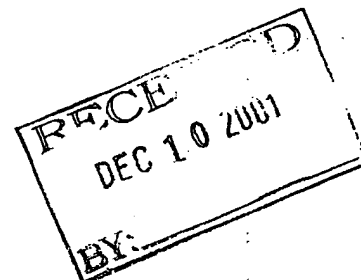
FILING DATE: 09/21/2001

PATENT NUMBER:

ISSUE DATE:

DOROTHY BASMA, PARALEGAL
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

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10-02-2001



101861550

COVER SHEET U.S. DEPARTMENT OF COMMERCE
Office
S ONLY

of Patents and Trademarks: Please record the attached original documents or

1. Name of conveying party(ies):

William T. Grisham
Mark D. Roberts

09/21/01

Additional name(s) of conveying party(ies)
attached? ___ Yes X No

2. Name and address of receiving party(ies):

Time Domain Corporation

Street Address:

7057 Old Madison Pike
Huntsville, AL 35806

Additional name(s) & address(es)
attached? ___ Yes X No

11017 U.S. PTO
09/21/01
09/21/01

3. Nature of conveyance:

X Assignment ___ Merger
___ Security Agreement ___ Change of Name
___ Other

09/26/0820

Execution Date: September 7, 2001.

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:
September 7, 2001 (William T. Grisham) and September 7, 2001 (Mark D. Roberts) (Docket No. WJT001-0014)

Additional numbers attached? ___ Yes X No

5. Name and address of party to whom correspondence concerning document should be mailed:

William J. Tucker, Esq.
8650 Southwestern Blvd. #2825
Dallas, Texas 75206-2688
CUSTOMER NO. 27512

6. Total number of applications and patents involved: One (1)

7. Total fee (37 C.F.R.
3.41): \$ 40.00

X Enclosed

___ Authorized to be charged to
deposit account

8. Deposit account number:
50-1481
(Attach duplicate copy of this page
if paying by deposit account)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

William J. Tucker
Name of Person Signing

Will: [Signature]
Signature (Reg. No. 41,356)

Date

September 21, 2001

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
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Washington, D.C. 20231

09/25/2001 BEEBREGI 00000033 09960820

04 FEB 2001

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ASSIGNMENT

WHEREAS, we, William T. Grisham and Mark D. Roberts have invented certain new and useful improvements in the following:

RAILROAD COLLISION AVOIDANCE SYSTEM AND METHOD FOR PREVENTING TRAIN ACCIDENTS

for which we have made application for United States Letters Patent; and,

WHEREAS, Time Domain Corporation, a corporation organized and existing under the laws of Delaware, having its principal place of business at 7057 Old Madison Pike in Huntsville, Alabama (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring our entire right, title and interest in and to the invention, and in and to the said application and any Letters Patent that may issue thereon;

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, we do hereby sell, assign and transfer unto ASSIGNEE, its successors, assigns and legal representatives our entire right, title and interest in and to said invention and in and to said applications and all patents which may be granted therefore, and all divisions, reissues, substitutions, continuations-in-parts and continuations thereof; and we hereby authorize and request the Commissioner of Patents and Trademarks to issue all patents for said invention, or patents resulting therefrom, insofar as each of our interests are concerned, to the said ASSIGNEE.

We also hereby sell and assign to said ASSIGNEE, its successors, assigns and legal representatives the full and exclusive rights, title and interest to the invention disclosed in said applications throughout the world, including the right to file applications and obtain patents, utility models, industrial models and designs for said invention in its own name throughout the world including all rights of priority, all rights to publish cautionary notices reserving ownership of said invention and all rights to register said invention in appropriate registries; and

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We further agree to execute any and all powers of attorney, applications, assignments, declarations, affidavits, and any other papers in connection therewith necessary to perfect such rights, title and interest in ASSIGNEE, its successors, assigns and legal representatives.

We hereby further agree that I will communicate to said ASSIGNEE, or its successors, assigns and legal representatives, any facts known to either of us respecting any improvements; and, at the expense of said ASSIGNEE, to testify in any legal proceedings, sign all lawful papers, execute all divisional, continuation, continuation-in-part, reissue and substitute applications, make all lawful oaths, and generally do everything possible to vest title in said ASSIGNEE and to aid said ASSIGNEE, its successors, assigns and legal representatives to obtain and enforce proper protection for said invention in all countries.

We further authorize and direct our attorneys to insert below* the serial number and filing date of said application now identified as Case Docket No. WJT001-0014 as soon as the same shall have been made known to them by the United States Patent Office.

*Serial Number:

Filing Date:

INVENTORS

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7 day of Sept, 2001.




William T. Grisham
313 Westburg Avenue
Huntsville, AL 35801

State of Alabama §

§ ss.:

County of Madison §

On this 7th day of September, 2001, before me, a Notary Public in and for the State and County aforesaid, personally appeared, William T. Grisham known by me to be the person of the above name who signed and sealed the foregoing instrument, and acknowledged the same to be his own free act and deed.

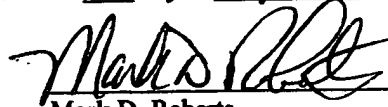

Notary Public

My Commission Expires:

MY COMMISSION EXPIRES 9-7-2003

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IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of September, 2001.



Mark D. Roberts
416 Zandale Drive
Huntsville, AL 35801

State of Alabama §

§ ss.:

County of Madison §

On this 7th day of September, 2001, before me, a Notary Public in and for the State and County aforesaid, personally appeared, Mark D. Roberts known by me to be the person of the above name who signed and sealed the foregoing instrument, and acknowledged the same to be his own free act and deed.



Notary Public

My Commission Expires:

MY COMMISSION EXPIRES 9-7-2003

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